

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§
AMERIFORGE GROUP INC., <i>et al.</i> ¹	§ Chapter 11
Reorganized Debtors.	§ Case No. 17-32660 (DRJ)
	§ (Jointly Administered)
	§

**DECLARATION OF THOMAS E. GILES
IN SUPPORT OF THE DEBTORS' APPLICATION OF DEBTORS-IN-POSSESSION
TO EMPLOY JACKSON WALKER L.L.P. AS CO-COUNSEL FOR DEBTORS**

(Relates to Dckt. No. 153)

I, Thomas E. Giles, being duly sworn, state the following under penalty of perjury:

1. I am the Executive Vice President, General Counsel, and Secretary of the above-captioned debtors and debtors in possession (the "Debtors"). I am over the age of 18 years, I am competent to make this affidavit, and I have personal knowledge of the facts stated herein. In my capacity as Executive Vice President and General Counsel of the Debtors, I am intimately familiar with the day-to-day operations, business and financial affairs, and books and records of the Debtors, and am authorized to submit this declaration (the "Declaration").

2. I submit this Declaration in support of the Application of Debtors-in-Possession to Employ Jackson Walker L.L.P. as Co-Counsel for Debtors (the "Application"), pursuant to the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Ameriforge Group Inc. (7053); 230 Bodwell Corporation (3965); Advanced Joining Technologies, Inc. (6451); AF Gloenco Inc. (9958); AFG Brazil Holdings LLC (8618); AFG Brazil LLC (8720); AFG Louisiana Holdings Inc (4743); Allpoints Oilfield Services LLC (8333); Ameriforge Corporation (1649); Ameriforge Cuming Insulation LLC (0264); Century Corrosion Technologies LLC (8548); Cuming Corporation (9782); Dynafab Acquisitions Corp. (1331); Flotation Technologies LLC (4572); FR AFG Holdings, Inc. (2623); NRG Manufacturing Louisiana LLC (5823); NRG Manufacturing Inc (7544); Steel Industries Inc. (5154); Steel Industries Real Estate Holding LLC (1298); and Taper-Lok Corporation (8833). The Debtors' service address is: 945 Bunker Hill Road, Suite 500, Houston, Texas 77024.

Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “U.S. Trustee Fee Guidelines”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

A. The Debtors’ Selection of Co-Counsel

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements. To that end, the Debtors retained Jackson Walker as co-counsel because, among other reasons (a) Jackson Walker has extensive experience and knowledge in the field of bankruptcy, including Chapter 11 representation of debtors and complex Chapter 11 experience and (b) Jackson Walker has particular expertise concerning applicable Fifth Circuit law and vast experience practicing in the Southern District of Texas. I believe that Jackson Walker’s vast experience in energy and restructuring matters, and its experience practicing in this District, makes Jackson Walker well qualified to represent the Debtors in these chapter 11 cases in an efficient and timely manner. Accordingly, I believe that Jackson Walker is both well qualified and uniquely able to represent the Debtors as their co-counsel in these chapter 11 cases in an efficient and timely manner.

4. In light of Jackson Walker’s restructuring experience, and in particular, because of Jackson Walker’s extensive practice before this Court and knowledge of its local rules and procedures, Jackson Walker’s retention as Debtors’ co-counsel is both necessary and in the best interests of the Debtors’ estates in these cases.

B. Jackson Walker’s Rate Structure

5. In my capacity as Executive Vice President and General Counsel of the Debtors, I am responsible for, among other things, supervising the costs of outside counsel retained by the Debtors in the ordinary course of business. As discussed in greater detail herein, I am responsible for reviewing invoices regularly submitted by Jackson Walker. In addition, in conjunction with my role as Executive Vice President and General Counsel, I have been informed by Jackson Walker that the hourly rates that Jackson Walker will charge the Debtors during these chapter 11 cases are the same as the hourly rates that Jackson Walker charges other clients.

6. Jackson Walker's rates and material terms of engagement are consistent with rates of comparably skilled professionals. The Debtors approved Jackson Walker's rates as set forth in the Application. Jackson Walker also informed the Debtors that its hourly rates are subject to periodic adjustments from time to time, and are adjusted on October 1 of each year. The Debtors have consented to such ordinary-course rate increases.

D. Cost Supervision

7. As of the date hereof, the Debtors have not yet approved Jackson Walker's budget, staffing, and plan because the Bankruptcy Court approved the Debtors' plan that went effective on June 8, 2017. The Debtors understand and recognize that it is their responsibility to closely monitor Jackson Walker's billing practices to ensure that fees and expenses paid to Jackson Walker by the Debtors' estates remain consistent with the Debtors' expectations and the exigencies of these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 12 day of June, 2017.

/s/



Thomas E. Giles
Executive Vice President, General Counsel, and
Secretary of the Debtors and Debtors-in-Possession